UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITI PURSUANT TO REGULATION D SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EX

OMB APPROVA

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response 16.0

SEC USE ONLY								
Prefix		Serial						
DATE RECEIVED								

						
Name of Offering (check if this Newport Asia Partners Fund, L		ment and name has changed, a	nd indicat	e change.)		
Filing Under (Check box(es) that Type of filing: New Filing		Rule 504 D Rule 505 Amendment	⊠ Ru	ile 506 🗆 .	Section 4(6) D ULOE	
		A. BASIC IDENTIF	ICATIO	N DATA		
1. Enter the information requ	sted about th	he issuer				
Name of Issuer (n check if this Newport Asia Partners Fund		ment and name has changed, a		<u>i</u>	06065489	
Address of Executive Offices 601 California Street, Suite	600, San Fra	ancisco, CA 94108			Telephone 1415/677-8620	
Address of Principal Business O (if different from Executive Office	perations	(Number and Str	eet, City,	State, Zip Code	Telephone Number (Including Ar	ea Code)
Brief Description of Business Private investment fund			1	PROC	ESSED	
Type of Business Organization corporation	⊠ limi	ited partnership, already forme	d V	JAN 1	0 2007 other (please specify): LLC	
□ business trust	🗆 limi	ited partnership, to be formed	•	THO	ASON.	
Actual or Estimated Date of Inco Jurisdiction of Incorporation or C	rporation or Organization:	Organization: : (Enter two-letter U.S. Postal	Month [12] I Service a other fore	Yea FINAI [02] bbreviation for	VCIAL X Actual [] Estimated	ı

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Ç4					A.	BASIC IDENTIFI	CÅTI	ON DATA					
2.	Enter	r the information reque	sted for th	e follow	ing:								
	•	Each promoter of the	issuer, if t	he issue	r has	been organized with	in the	past five years;					
	•	Each beneficial owner the issuer;	r having th	e power	to vo	ote or dispose, or dire	ct the	vote or disposition of	, 10%	or more of a	a class	of equity secu	rities of
	•	Each executive office	r and direc	ctor of c	orpoi	ate issuers of corpora	ite ger	eral and managing p	artner	s of partner	ship i	ssuers; and	
	•	Each general and mar	naging par	tner of p	artne	rship issuers.							
Che	ck Box	(es) that Apply:	□ Pron	noter	0	Beneficial Owner	o	Executive Officer	<u> </u>	Director	X	General and/o Managing Pa	
		(Last name first, if ind	lividual)						•••	· 			
Busi 601	iness o Califo	r Residence Address rnia Street, Suite 600	(Numbe , San Frai	r and St	reet, CA 9	City, State, Zip Code)						
Che	ck Box	(es) that Apply:	□ Pron	noter	ū.	Beneficial Owner	×	Executive Officer	O	Director	10	General and/o Managing Pa	
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Busi	ness o	r Residence Address rnia Street, Suite 600	(Numbe , San Frai	r and St	reet. CA 9	City, State, Zip Code 4108)) `	granden er en					
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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1. I	las the issue	r sold, or do	es the issue	er intend to	sell, to non	-accredited	investors in	n this offeri	ng?		Yes	1
	•			An	swer also ii	Appendix	, Column				0	X
2. · V	Vhat is the n	ninimum inv	estment the	at will be ac	ccepted from	n any indiv	idual?				<u>\$1,0</u>	<u>00,000</u>
3. E	oes the offe	ring permit	joint owner	rship of a si	ngle unit?						Yes	No
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this boy and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	ť	-		
	Type of Security	C	Aggregate Offering Price	An	ount Already Sold
	Debt	. \$	0	\$	
	Equity	\$	0	s	0
	□ Common □ Preferred	_	•		1
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests	\$	unlimited	\$	175,933,468
	Other (Specify)	\$_	0	\$	0
	Total	\$	unlimited	\$	175,933,468
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	; T	Number Investors	(Aggregate ollar Amount of Purchases
	Non-accredited Investors		0	\$	o
	Total (for filings under Rule 504 only)				
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	3 2	Type of Security	D	ollar Amount Sold
	Rule 505		•	\$	Join
	Regulation A			• <u> </u>	
	Rule 504			*	
	Total				1
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	;		\$	
	Transfer Agent's Fees		٥	\$	0
	Printing and Engraving Costs		X	\$	6,139
	Legal Fees		X	\$	20,074
	Accounting Fees		X	<u></u>	22,413
	Engineering Fees		_	s	0
	Sales Commissions (specify finders' fees separately)	•	0	¢	
	Other Expenses (identify) Blue sky, certain custodian fees and fund compliance		X	*	Ī
	Total			• •	155,924
			X	\$	104,956

	c. offering price, nu	MBER OF INVESTORS, EXPENSES AND U	JSE	OF.	PROCEEDS	Š			
5.	Question 1 and total expenses furnished in respor "adjusted gross proceeds to the issuer"	te offering price given in response to Part C – see to Part C – Question 4.a. This difference is the proceeds to the issuer used or proposed to be used or any purpose is not known, furnish an estimate The total of the payments listed must equal the			,		\$_	<u>175.</u>	328,542 }
	adjusted gross proceeds to the issuer set forth in	response to Part C – Question 4.b. above.		D	ayments to Officers, irectors, & Affiliates		1		ents To hers
	Salaries and fees		=	\$	0	<u> </u>	\$_		0
	Purchase of real estate		0	\$	0	0	\$_		0
	Purchase, rental or leasing and installation	of machinery and equipment	0	\$	0	0	\$_		0
	Construction or leasing of plant buildings	and facilities	0	\$ _	0	0	\$		0
	that may be used in exchange for the assets	the value of securities involved in this offering or securities of another issuer pursuant to	п	\$. 0	п	\$		0
							\$_ \$		0
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	· ·		_				\$_ \$_		328,542 0
			_						
	Total Payments Listed (columns totals add	ed)	X		\$ <u>175,328,5</u>	<u> </u>			
	serceMetalise secondo a lorente con la force	D. FEDERAL SIGNATURE		2.1		V.			
signat	are constitutes an undertaking by the issuer to fi	the undersigned duly authorized person. If this irnish to the U.S. Securities and Exchange Comed investor pursuant to paragraph (b)(2) of Rule	mis	sion,	s filed under l upon written	Rule requ	505 est (, the on its	following staff, the
Issuer	(Print or Type)	Signature			Date				
Newport Asia Partners Fund, LP					December	15,	200	16	
Name	of Signer (Print or Type)	Title of Signer (Print or Type)	-	•					
Mich	el Ellis	Partner, Newport Asia LLC, General Part Fund, LP	tner	of t	ne Newport	Asia	Par	tners	
		ATTENTION —							
		-							

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)